

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

In re DIRECT GENERAL CORPORATION)	Civil Action No. 3:05-cv-00158
DERIVATIVE LITIGATION)	Also filed under No. 3:05-cv-0077
_____)	
This Document Relates To:)	Chief Judge Todd J. Campbell
)	<u>CLASS ACTION</u>
ALL DOCUMENTS)	
_____)	

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

THIS MATTER having come before the Court on March 28, 2008 on the application of Lead Counsel for an award of attorneys' fees and expenses incurred in the Litigation; the Court having considered all papers filed and proceedings conducted herein, and having found the settlement of this Litigation to be fair, reasonable and adequate and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation of Settlement dated in October of 2007 (the "Stipulation").
2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the Class who have not timely and validly requested exclusion.
3. The Court hereby awards Lead Counsel attorneys' fees and reimbursement of expenses in an aggregate amount of \$675,000.00. Said fees shall be allocated by Lead Counsel in a manner which, in their good-faith judgment, reflects each counsel's contribution to the

institution, prosecution and resolution of the Litigation. The Court finds that the amount of fees awarded is fair and reasonable.

4. The awarded attorneys' fees and expenses, and interest earned thereon, shall be paid after the date this Order is executed subject to the terms, conditions, and obligations of the Stipulation, which terms, conditions, and obligations are incorporated herein.

IT IS SO ORDERED.

DATED: _____


THE HONORABLE TODD J. CAMPBELL
UNITED STATES DISTRICT JUDGE

Submitted by,

/s/ James G. Stranch, III
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